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FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**PROCESSED** 

FORM D

APR 1 3 2007 THOMSON

\_\_\_ NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
2007 Stock Option Plan	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Northern California Bancorp, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
601 Munras Avenue, Monterey, California 93940	(831) 649-4600
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	RECEIVED
Type of Business Organization  Corporation Imited partnership, already formed business trust Imited partnership, to be formed	please specify): APR 0 9 2007
Actual or Estimated Date of Incorporation or Organization: Month Year  Actual or Estimated Date of Incorporation or Organization: O 8 95 Actual Estivitudication of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada: FN for other foreign jurisdiction)	nated 199

## GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Capies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A BASIC IDE	NTIFICATION DATA	型制物的图象	<b>位的证据不是的图像</b>	
2. Enter the information re-	quested for the fol	lowing:				
<ul> <li>Each promoter of the</li> </ul>	he issuer, if the iss	uer has been organized w	ithin the past five years;			
Each beneficial own	ner having the pow	er to vote or dispose, or dir	ect the vote or disposition	of, 10% or more of	f a class of equity securities o	f the issuer.
Each executive offi	icer and director o	corporate issuers and of	corporate general and mai	naging partners of	partnership issuers; and	
		f partnership issuers.			•	
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	✓ Director	General and/or Managing Partner	
Full Name (Last name first, if	f individual)					
Chrietzberg, Charles T. J.	r.					
Business or Residence Addres 601 Munras Avenue, Mor		Street, City, State, Zip Co a 93940	ide)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner	
Full Name (Last name first, it	f individual)		·····-			
Chrietzberg, Sandra G.						
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		· · · · · · · · · · · · · · · · · · ·	
601 Munras Avenue, Mon	terey, California	93940				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, it Coniglio, Peter J.	f individual)					
Business or Residence Addres	ss (Number and	Street, City, State, Zip Co	ode)			
601 Munras Avenue, Mon	-	•	•			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner	
Full Name (Last name first, i	f individual)					
Hudson, Carla S.						
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)			
601 Munras Avenue, Mor	nterey, Californi	a 93940			,	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, is Lotz, John M.	f individual)		<del></del>	<del> </del>		
Business or Residence Addres 601 Munras Avenue, Mor		• •	ode)	<del> </del>	•	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, it Warner, Bruce N.	f individual)					
Business or Residence Addres 601 Munras Avenue, Mo	•		ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, it Berhnal II, David A.	f individual)					
Business or Residence Addre	ss (Number and	Street City State Zin Co	nde)			

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2. Enter the information reques	ted for the follo	wing:			
Each promoter of the is	suer, if the issue	er has been organized wit	thin the past five years;		•
<ul> <li>Each beneficial owner h</li> </ul>	aving the power	to vote or dispose, or dire	ect the vote or disposition (	of, 10% or more of	a class of equity securities of the issuer.
Each executive officer	and director of c	orporate issuers and of c	orporate general and man	aging partners of p	partnership issuers; and
<ul> <li>Each general and mana</li> </ul>	ging partner of p	oartnership issuers.			
Check Box(es) that Apply:	Promoter (	Beneficial Owner	Executive Officer	✓ Director	General and/or Managing Partner
Full Name (Last name first, if inc Briant, Mark A.	lividual)		······································		
Rusiness or Residence Address 601 Munras Avenue, Monter	•		de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if inc Chrietzberg, Stephanie G.	lividual)				
Business or Residence Address 601 Munras Avenue, Montere		· · · · · · · · · · · · · · · · · · ·	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Z Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if inc Leveque, Timothy Mr.	lividual)				<del></del>
Business or Residence Address	(Number and St	reet, City, State, Zip Co	de)		
601 Munras Avenue, Montere	ey, California 9	3940			
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Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Number and St	rect, City, State, Zip Co	de)		
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Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	] Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Number and St	treet, City, State, Zip Co	de)		
Check Box(cs) that Apply:	] Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Nume (Last name first, if inc	dividual)				
Business or Residence Address	(Number and Si	treet, City, State, Zip Co	de)		

1. Has the issuer sold, or does the issuer intend to sell, to non-necredited investors in this offering?   Yes   No				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Orthon Variable	The Control of the Control	article of the design	of a second second second	ma. S. mita sis ninita	to the fact that the second	Harry Strategy Strategy (St.	P151115	9,105,11,6,016
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Effect the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renuncration for solicitation of purchasers in connection with sales of securities in the Original Fragment to be listed is an associated person who has been or will be paid or given, directly or indirectly, any commission or similar renuncration for solicitation of purchasers in connection with sales or states, list the name of the braker or dealer. If more than five (3) persons to be listed are associated persons of such as braker or dealer, you may set forth the information for that braker or dealer registered with the NEC and/or with a state or states, list the name of the braker or dealer. If more than five (3) persons to be listed are associated persons of such as braker or dealer, you may set forth the information for that braker or dealer registered with the NEC and/or with a state or states, list the name of the braker or dealer. If more than five (3) persons to be listed are associated persons of such as braker or dealer registered with the NEC and/or with a state or states, list the name of the braker or dealer.  Full Name (1.ast name first, if individual)  Not Applicable.  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).    All States		Lynklikii			B. IN	FORMATI	ON ABOU	r offeri	NG THE	医排液管			
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3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to he listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states. Its the name of the braker or dealer. If more than five (5) persons to be listed are associated persons of such a shocker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Not Applicable.  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  (Check "All States" or check individual)  Not Applicable.  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  (Check "All States" or check	2 What is	e tha minim	um invastr									s 0.0	3
3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states. List the name of the broker or dealer. If more than flive(5) persons to be listed are associated persons of such a rocker or dealer, you may set forth the information for that broker or dealer with the SEC and/or with a state or states. List the name of the broker or dealer. If more than flive(5) persons to be listed are associated persons of such a rocker or dealer. You may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Not Applicable.  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Itas Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Z. What is	s me mam	om mvesm	ient mat w	m be acce	pied from a	ny marvia	uai:					
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or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) Not Applicable.  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)													
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COFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Aircady Aggregate Type of Security Offering Price Sold Debt \_\_\_\_\_\_\_\$ Common Preferred 0.00 Convertible Securities (including warrants) .300,000 Stock Options enterdisable for Common Stock at Fair Market Value (\$17 on 4/2/07), \$ 5,100,000.00 Other (Specify \_ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** of Purchases Investors Accredited Investors..... Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. **Dollar Amount** Type of Type of Offering Security Sold 0.00 Rule 505 ..... \$ 0.00 Regulation A ..... \$ 0.00 Rule 504 ..... ä. sec The not

Total	\$ 0.00
Furnish a statement of all expenses in connection with the issuance and distribution of the urities in this offering. Exclude amounts relating solely to organization expenses of the insurer, a information may be given as subject to future contingencies. If the amount of an expenditure is known, furnish an estimate and check the box to the left of the estimate.	
Transfer Agent's Fees	g s <u>250.00</u>
Printing and Engraving Costs	\$ 25.00
Legal Fees	s 1,000.00
Accounting Fees	\$
Engineering Fees	s
Sales Commissions (specify finders' fees separately)	- 7
Other Expenses (identify)	
Total	\$ 1,275.00

Health Collection Continue to State Committee and Collection Colle	<del></del>	Sectional assessment and account			
b. Enter the difference between the aggregate offering price given in response to Part C — Quest and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted proceeds to the issuer."	gross	\$			
Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be use each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjusted proceeds to the issuer set forth in response to Part C — Question 4.b above.	e and				
	Payments to Officers, Directors, & Affiliates				
Salaries and fees	S	_ 🗆 \$			
Purchase of real estate	🗀 <b>s</b>	_ 🗆 \$			
Purchase, rental or leasing and installation of machinery and equipment		s			
Construction or leasing of plant buildings and facilities	🗆 \$	[] \$			
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	<b>□</b> \$	rn e			
issuer pursuant to a merger)					
Repayment of indebtedness	<del>-</del>	<del></del>			
Working capital	<del></del> -				
Other (specify):		U³			
	 🔲 \$	[]\$			
Column Totals	<del>[7</del> ] \$ 0.00	<b>⊘</b> \$ 0.00			
Total Payments Listed (column totals added)		0.00			
D FEDERAL SIGNATURE		<b>美國基礎的</b>			
te issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange C information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(	notice is filed under lommission, upon wri	Rule 505, the following			
suer (Print or Type) Signature	Date				
orthern California Bancorp, Inc.	April <u>5</u> , 2007				
ame of Signer (Print or Type)  Title of Signer (Print or Type)	<del></del>				
ruce N. Warner Executive Vice President, Chief Financial Officer, Chief Operating Officer					

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E: STATE SIGNATURE					
1.	Is any party described in 17 CFR 230 provisions of such rule?	.262 presently subject to any of the dis	qualification	Yes No			
		See Appendix, Column 5, for state	response.				
2.	The undersigned issuer hereby underta D (17 CFR 239.500) at such times as	akes to furnish to any state administrator required by state law.	of any state in which this notice	is filed a notice on For			
3;	The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state administrat	ors, upon written request, infor	nation furnished by the			
4.	limited Offering Exemption (ULOE)	at the issuer is familiar with the condition of the state in which this notice is filed stablishing that these conditions have	and understands that the issuer c	entitled to the Unifor laiming the availabili			
	uer has read this notification and knows t thorized person.	he contents to be true and has duly cause	d this notice to be signed on its be	chalf by the undersign			
Issuer (	(Print or Type)	Signature	Date				
Norther	rn California Bancorp, Inc.	Bruce Dille	Jana April 5, 200	7			
Name (	Print or Type)	Title (Print or Type)	Title (Print or Type)				
Bruce	N. Warner	Executive Vice President, C	Executive Vice President, Chief Financial Officer, Chief Operating Officer				



Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.